

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION**

In re:	)	Case No. 19-40883-659
	)	Chapter 11
Payless Holdings LLC., <i>et al.</i> ,	)	
	)	Jointly Administered
Debtors.	)	
	)	Related Docket No.: 1783

**ORDER APPROVING FINAL INTERIM FEE APPLICATION OF  
ARMSTRONG TEASDALE LLP, CO-COUNSEL FOR THE DEBTORS  
AND DEBTORS IN POSSESSION, FOR ALLOWANCE OF COMPENSATION FOR  
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF  
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD OF  
JUNE 1, 2019 THROUGH AND INCLUDING NOVEMBER 30, 2019**

Upon consideration of the Second Interim Fee Application of Armstrong Teasdale LLP, Co-Counsel for the Debtors and Debtors in Possession (the “Application”)<sup>1</sup> for Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expense Incurred for the Period of June 1, 2019 Through and Including November 30, 2019 (the “Compensation Period”); the Court having reviewed the Application and having considered the statements of counsel with respect to the Application at a hearing before the Court (the “Hearing”); the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81-9.01(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (iii) the Debtors having represented that due and proper notice of the Application and Hearing has been given and that no other or further notice need be given; (iv) the compensation requested in the Application is reasonable and for actual and necessary services rendered by Armstrong Teasdale LLP during the Compensation Period; (v) the expenses for which reimbursement is sought in the

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

Application are actual and necessary expenses; and (vi) the Application complies with the United States Bankruptcy Code (the “Bankruptcy Code”), the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Bankruptcy Rules of the United States Bankruptcy Court for the Eastern District of Missouri (including the Guidelines for Compensation of Professionals) (the “Local Bankruptcy Rules”); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing, establish just cause for the relief granted herein;

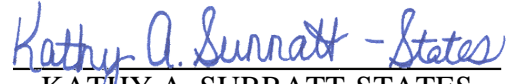
**IT IS HEREBY ORDERED THAT**, pursuant to sections 330(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Bankruptcy Rules 2016-1 and 2016-2, the Application is **GRANTED** as set forth herein:

1. Armstrong Teasdale LLP is awarded compensation for professional services rendered during the Compensation Period in the amount of \$673,154.50 and reimbursement for actual and necessary expenses incurred by Armstrong Teasdale LLP during the Compensation Period in the amount of \$17,696.24.

2. The Debtors are authorized and directed to promptly pay or cause to be paid to Armstrong Teasdale LLP the amount of fees and expenses approved by this Order, to the extent that such amounts have not previously been paid pursuant to the Court’s *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals and (II) Granting Related Relief* [Docket No. 786].

3. Notwithstanding any Bankruptcy Rule (including, but not limited to, Bankruptcy Rule 6004(h)) or Local Rule that might otherwise delay the effectiveness of this Order, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

4. No later than two (2) days after the date this Order is entered on the docket, the Claims and Noticing Agent is directed to serve a copy of this Order and is directed to file a certificate of service no later than 24 hours after such service.

  
KATHY A. SURRATT-STATES  
Chief U.S. Bankruptcy Judge

DATED: January 14, 2020  
St. Louis, Missouri  
jjh

**Order Prepared By:**

Richard W. Engel, Jr., MO 34641  
Erin M. Edelman, MO 67374  
John G. Willard, MO 67049  
**ARMSTRONG TEASDALE LLP**  
7700 Forsyth Boulevard, Suite 1800  
St. Louis, Missouri 63105  
Telephone: (314) 621-5070  
Facsimile: (314) 621-2239  
Email: [rengel@armstrongteasdale.com](mailto:rengel@armstrongteasdale.com)  
Email: [eedelman@armstrongteasdale.com](mailto:eedelman@armstrongteasdale.com)  
Email: [jwillard@armstrongteasdale.com](mailto:jwillard@armstrongteasdale.com)

*Counsel to the Debtors and Debtors in Possession*